

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

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RECORDATION NO. 7256-7 Filed 1428

JAN 6 1989 - 11 19 AM  
January 5, 1989  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7255-E Filed 1428

JAN 6 1989 - 11 19 AM  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7301-F Filed 1428

JAN 6 1989 - 11 19 AM  
INTERSTATE COMMERCE COMMISSION  
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RECORDATION NO. 7320-D Filed 1428

JAN 6 1989 - 11 19 AM  
INTERSTATE COMMERCE COMMISSION

No.

Date

Fee \$

ICC Washington, D.C.

415) 541-1754

VIA DHL

Ms. Noreta R. McGee  
Secretary INTERSTATE COMMERCE COMMISSION  
Interstate Commerce Commission  
Twelfth Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: Conditional Sale Agreement dated as of  
September 1, 1973, among Southern Pacific  
Transportation Company, Metropolitan Life  
Insurance Company, as Assignee, and  
Bethlehem Steel Corporation

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Declaration of Full Payment, dated as of December 28, 1988, between Southern Pacific Transportation Company and Metropolitan Life Insurance Company, for the above-entitled Conditional Sale Agreement and Assignment and Assignment dated as of September 1, 1973, together with this Company's voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Ms. Noreta R. McGee  
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Conditional Sale Agreement dated as of September 1, 1973, between Bethlehem Steel Corporation and Southern Pacific Transportation Company, recorded on December 4, 1973, at 3:10 PM, assigned Recordation No. 7256;

Amendment Agreement dated as of May 1, 1976, recorded on June 8, 1976, at 2:55 PM, assigned Recordation No. 7256-A;

First Supplemental Agreement dated September 1, 1981, recorded on September 28, 1981, at 2:00 PM, assigned Recordation No. 7256-B;

Second Supplemental Agreement dated as of March 30, 1984, recorded on April 24, 1984, at 2:40 PM, assigned Recordation No. 7256-C;

Assignment and Transfer of Certain Road Equipment dated as of March 30, 1984, recorded on April 24, 1984, at 2:40 PM, assigned Recordation N. 7256-D;

Third Supplemental Agreement dated as of October 31, 1985, recorded on December 26, 1985, at 2:35 PM, assigned Recordation No. 7256-E;

Assignment and Transfer of Certain Road Equipment dated as of October 31, 1985, recorded on December 26, 1985, at 2:35 PM, assigned Recordation No. 7256-F;

Fourth Supplemental Agreement dated as of May 15, 1987, recorded on June 18, 1987, at 12:45 PM, assigned Recordation No. 7256-G; and

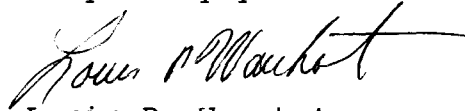
Assignment and Transfer of Certain Road Equipment dated as of May 15, 1987, recorded on June 18, 1987, at 12:45 PM, assigned Recordation No. 7256-H.

When the recording of the Declaration of Full Payment has been completed, will you kindly endorse, with the

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pertinent recording information, all executed counterparts thereof, and return the remainder of the same to the undersigned.

Very truly yours,



Louis P. Warchot

Enclosures

cc: Mr. E. L. Johnson  
(Attn: Mr. C. D. Tyler)

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CONDITIONAL SALE AGREEMENT

Between

BETHLEHEM STEEL CORPORATION

RECORDATION NO. 7256-F FILED 1989

And

JAN 6 1989 - 11 49 AM

SOUTHERN PACIFIC TRANSPORTATION COMPANY INTERSTATE COMMERCE COMMISSION

Dated as of

September 1, 1973

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DECLARATION OF FULL PAYMENT

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Conditional Sale Agreement Between  
Bethlehem Steel Corporation  
and Southern Pacific Transportation Company  
dated as of September 1, 1973

RECORDATION NO. 7256-7 FILE 1988

JAN 6 1989 11 19 AM

DECLARATION OF FULL PAYMENT

INTERSTATE COMMERCE COMMISSION

METROPOLITAN LIFE INSURANCE COMPANY, a corporation organized and existing under and by virtue of the laws of the State of New York, does hereby certify that certain Conditional Sale Agreement dated as of September 1, 1973, by and between Bethlehem Steel Corporation and Southern Pacific Transportation Company, covering the construction, sale and delivery to said Southern Pacific Transportation Company of the 100 flat cars therein described, as supplemented by First Supplemental Agreement dated as of September 1, 1981, substituting 1 tank car for a certain destroyed flat car; as supplemented by Second Supplemental Agreement dated as of March 30, 1984, substituting 18 box cars for certain destroyed flat cars; as supplemented by Third Supplemental Agreement dated as of October 31, 1985, substituting 1 tank car, for a certain destroyed flat car; and as supplemented by Fourth Supplemental Agreement dated as of May 15, 1987, substituting 1 box car for a certain destroyed flat car; said Conditional Sale Agreement being by Bethlehem Steel Corporation assigned to Metropolitan Life Insurance Company by Agreement and Assignment dated as of September 1,

1973, has been fully satisfied, paid and discharged.

Metropolitan Life Insurance Company does hereby acknowledge and declare that the purchase money for the equipment covered by said Conditional Sale Agreement and said First, Second, Third, and Fourth Supplemental Agreements, has been paid in full; that all of the terms and conditions of said Conditional Sale Agreement have been performed; that Southern Pacific Transportation Company has made all payments and met all charges required by the said Conditional Sale Agreement; that all of the indebtedness under said Conditional Sale Agreement, and the interest thereon, have been satisfied; and that the said Conditional Sale Agreement has terminated.

Metropolitan Life Insurance Company does hereby consent that the record of its title to all the equipment covered by said Conditional Sale Agreement be cancelled and discharged and that this Declaration may be filed or recorded or noted on the margin of the record of said Conditional Sale Agreement wherever the same may have been filed or recorded.

IN WITNESS WHEREOF, Metropolitan Life Insurance Company has caused this instrument to be executed in several counterparts by its proper officers thereunto duly authorized and its corporate seal to be hereto affixed this 28<sup>th</sup> day of December, 1988.

METROPOLITAN LIFE INSURANCE COMPANY

BY Richard G. Clarke

Richard G. Clarke  
Associate General Counsel

Attest:

V. Maguire Assistant Secretary

STATE OF NEW YORK )  
 ) ss.  
CITY AND COUNTY OF NEW YORK )

On this 28<sup>th</sup> day of December, 1988, before me personally appeared Richard G. Clarke, to me personally known, who being by me duly sworn, says that he is a Associate General Counsel of Metropolitan Life Insurance Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Panel n. Wilson  
Notary Public

DANIEL N. WILSON  
Notary Public, State of New York  
No. 24-4920236  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires June 6, 1990